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Stauffer Management Company

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Wilmington Delaware 19897
Telephone (302) 886-3000 Fax (302) 886-2952

**ORIGINAL
(Red)**

June 11, 1993

Michael P. Kelly, Esq.
(302) 886-3851

Ms. Joan Armstrong (3HW11)
United States Environmental
Protection Agency
841 Chestnut Building
Philadelphia, PA 19107

Re: Standard Chlorine Site - Delaware City, DE

Dear Ms. Armstrong

I hope to have spoken to you by the time you receive this letter. I followed up to see if I could find any evidence which would substantiate the fact that Stauffer Chemical Company owned the above-referenced property prior to 1960. Unfortunately, I could not find any such evidence. The former Stauffer employees with whom I spoke did not recall any Stauffer involvement with the property, and our Stauffer real estate records are incomplete for the time period in question. Accordingly, our investigation did not disclose any evidence to suggest that Stauffer Chemical Company conducted any operations at the site.

To further educate you on the particulars of the Stauffer acquisition in 1987, I enclose a copy of a 104(e) response I recently submitted to Region IV. This response probably contains more detail than you care to read, but it accurately recites the major components of the 1987 transaction and the major players involved. A detailed description of all of the transaction involved, unfortunately, would fill many pages.

I hope the information stated above is responsive to your request. Please feel free to call me if you have any further questions.

Sincerely,



Michael P. Kelly
Attorney

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May 21, 1992

VIA FEDERAL EXPRESS

Charles V. Mikalian, Esquire
Assistant Regional Counsel
U. S. Environmental Protection Agency
345 Courtland St., N. E.
Atlanta, GA 30365

Re: STAUFFER CHEMICAL COMPANY SITE,
TAMPA, HILLSBOROUGH COUNTY, FLORIDA

Dear Mr. Mikalian:

This letter is submitted by Stauffer Management Company on behalf of Rhone-Poulenc Basic Chemicals Co. ("RPBCC") in response to EPA's letter directed to me dated May 7, 1992 and received on May 11, 1992. That letter requests information relating to the Stauffer Chemical Company site, Hillsborough County, Tampa, Florida ("the Site") pursuant to CERCLA §104, 42 U.S.C. §9604, SARA, P.L. 99-499 and §3007 RCRA, 42 U.S.C. §6927.

As previously stated in my letter to EPA dated March 31, 1992, the Site presently is owned by Atkemix Thirty-Seven Inc., a subsidiary of Stauffer Management Company. Stauffer Management Company, an affiliate of ICI Americas Inc., is responding to this request on behalf of RPBCC pursuant to certain contractual indemnities. RPBCC was formerly known as Stauffer Chemical Company and is the legal successor to Stauffer Chemical Company ("Stauffer").

This response is based on currently available information and our investigation to date. It is not intended to be, nor should it be construed as, an admission of liability on the part of RPBCC or Stauffer or any of their affiliates. RPBCC reserves the right to supplement its response in the event that it becomes aware of any additional facts or information responsive to these requests. Please note that the documents produced herein are confidential and proprietary and are denoted as such.

RPBCC provides the following responses to the specific requests for information:

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1. Identify the person(s) answering these Questions on behalf of Respondent.

ANSWER: Michael P. Kelly, Esquire
Attorney for Stauffer Management Company/ICI Americas Inc.
Sandra Lee McCollum, Paralegal, ICI Americas Inc.

2. For each and every Question below, identify all persons consulted in the preparation of the answer.

ANSWER: Marjorie J. Lee, Paralegal
Peggy S. Beck, Esquire

3. For each and every Question below, identify all documents consulted, examined, or referred to in the preparation of the answer and provide true and accurate copies of all such documents.

ANSWER: See attached documents.

4. If you have reason to believe that there may be persons able to provide a more detailed or complete response to any Question contained herein or who may be able to provide additional responsive documents, identify such persons and the additional information or documents that they may have.

ANSWER: Since the transactions involving Stauffer Chemical Company and ICI Americas Inc. related entities occurred over four years ago and involved many stages and many corporate entities and parties, there may be other persons able to provide additional information or documents which may be responsive to these requests.

5. Identify the date that you purchased Stauffer Chemical Company, and the entity from which you purchased it. Describe the form of the transaction leading to the purchase (i.e., stock or asset transaction). Provide documentation evidencing this transaction.

ANSWER: On July 14, 1987, Stauffer Chemical Company changed its name to Stauffer Basic Chemical Holdings Inc. On July 22, 1987, the stock of Stauffer Basic Chemical Holdings Inc. was purchased by Atkemix One Inc., an indirect subsidiary of ICI American Holdings Inc. (See attached Purchase Agreement between Chesebrough-Pond's Inc. and Atkemix One Inc., et al., dated June 5, 1987.)

6. Identify and document any indemnification, hold harmless, or other such agreements obtained as part of the purchase of Stauffer Chemical Company.

ANSWER: See Article V of the June 5, 1987 Purchase Agreement.

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7. Explain the corporate relationship between ICI American Holdings Inc., ICI Americas Inc., Stauffer Management Company, and Atkemix Thirty-Seven Inc. Identify any and all transfers between these companies of stock or assets of the Stauffer Chemical Company.

ANSWER: Atkemix Thirty-Seven Inc. is a wholly-owned subsidiary of Stauffer Management Company. Stauffer Management Company is a wholly-owned subsidiary of ICI American Holdings, Inc. ICI Americas Inc. is also a wholly-owned subsidiary of ICI American Holdings Inc.

The specific transfers between these companies relative to the old Stauffer Chemical Company are far too numerous to mention and largely irrelevant to the pending proceeding. The following represents a general summary of the relevant aspects of the acquisition of old Stauffer Chemical Company by the ICI Americas Inc. entities:

- a. In July, 1987, Stauffer Chemical Company, a subsidiary of Chesebrough-Pond's Inc., changed its name to Stauffer Basic Chemical Holdings Inc. ("Basic"). This event effected no change in corporate structure, status, rights or obligations and was a name change only.
- b. Later that month, the stock of Basic was acquired by a company called Atkemix One Inc., an indirect subsidiary of ICI American Holdings Inc. ("ICI"). This event effected no change in corporate structure, status, rights or obligations and was a stock sale only.
- c. In August, 1987, Basic was merged into Atkemix One Inc. By operation of law, Atkemix One Inc. succeeded to all of the rights and liabilities of Basic. Del. Code §259.
- d. Atkemix One Inc. was thereupon merged into Atkemix Twenty-One Inc., a subsidiary of ICI American Holdings Inc. By operation of law, Atkemix Twenty-One Inc. succeeded to all of the rights and liabilities of Atkemix One Inc. Del. Code §259.
- e. On August 28, 1987, a Redemption Agreement was executed whereby four of the shareholders in Atkemix One (Atkemix Twenty-Seven, Atkemix Twenty-Eight, Atkemix Twenty-Nine and Atkemix Thirty) redeemed their stock in Atkemix One in exchange for certain assets and liabilities held by Atkemix One. Atkemix Twenty-Eight would later be renamed "Stauffer Management Company".
- f. The name of Atkemix Twenty-One Inc. was changed to "Stauffer Chemical Company" immediately after the transactions described in paragraphs c and d. This event effected no change in corporate structure, status, rights or obligations and was a name change only.
- g. In December, 1987, the stock of Stauffer Chemical Company was sold to R. P. Stauffer Merger Corp. This event effected no

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change in corporate structure, status, rights or obligations and was a stock sale only.

h. On December 10, 1987, R. P. Stauffer Merger Corp. was merged into Stauffer Chemical Company, which thereby became a wholly-owned subsidiary of Rhone-Poulenc Inc.

i. On February 12, 1988, the name of Stauffer Chemical Company was changed to Stauffer Chemical Company, Division of Rhone-Poulenc Inc. This event effected no change in corporate structure, status, rights or obligations and was a name change only.

j. In September, 1989, the name of Stauffer Chemical Company, Division of Rhone-Poulenc Inc. was changed to its current name, Rhone-Poulenc Basic Chemicals Co. This event effected no change in corporate structure, status, rights or obligations and was a name change only. Rhone-Poulenc Basic Chemicals Co. continues as the legal successor to Stauffer Chemical Company.

8. Identify any changes in the corporate structure of Stauffer Chemical Company after you purchased it.

ANSWER: See response to number 7 above.

9. Identify the date you sold any portion of Stauffer Chemical Company to Rhone-Poulenc Basic Chemicals Inc. ("Rhone-Poulenc"). Describe the form of the transaction leading to the sale (i.e., asset or stock transaction), and provide documentation evidencing this transaction.

ANSWER: See response to number 7 above. See attached Purchase Agreement among Imperial Chemical Industries PLC, et al. and Rhone-Poulenc Inc., dated September 18, 1987.

10. Identify and document any indemnification, hold harmless or other such agreements that you provided in the sale to Rhone-Poulenc.

ANSWER: See Article VIII of September 18, 1987 Purchase Agreement.

Very truly yours,



Michael P. Kelly
Attorney

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